

RECORDATION NO. 21028  
NOV 25 '97  
3-35 PM  
FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

November 25, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement and Chattel Mortgage, dated November 25, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Debtor: Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, Illinois 60611

Secured Party: Hitachi Credit America Corp.  
777 West Putnam Avenue  
Greenwich, Connecticut 06830

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached hereto.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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Counterpart - K. Bartman

Mr. Vernon A. Williams  
November 25, 1997  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

**EXHIBIT A**

THIRTY-EIGHT (38) 100-ton open top hopper cars marked and numbered as set forth below:

<b>Unit Mark</b>	<b>Unit Number</b>	<b>Unit Mark</b>	<b>Unit Number</b>
IC	387012	IC	387345
IC	387052	IC	387365
IC	387058	IC	387379
IC	387104	IC	387399
IC	387111	IC	387437
IC	387113	IC	387443
IC	387134	IC	387455
IC	387148	IC	387461
IC	387204	IC	387496
IC	387207	IC	387500
IC	387231	IC	387510
IC	387240	IC	387536
IC	387241	IC	387582
IC	387254	IC	387654
IC	387260	IC	387671
IC	387263	IC	387686
IC	387266	IC	387705
IC	387285	IC	387709
IC	387297	IC	387731

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**MEMORANDUM OF  
SECURITY AGREEMENT AND CHATTEL MORTGAGE**

**THIS MEMORANDUM OF SECURITY AGREEMENT AND CHATTEL MORTGAGE** made as of November 25, 1997 is intended to evidence the Security Agreement and Chattel Mortgage, dated as of November 25, 1997 (the "Security Agreement"), between **ILLINOIS CENTRAL RAILROAD COMPANY**, an Illinois corporation (the "Debtor") and **HITACHI CREDIT AMERICA CORP.**, a Delaware corporation (the "Secured Party"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C. § 11301. Pursuant to the Security Agreement, the Debtor has granted to the Secured Party a continuing first priority security interest in and to, all of Debtor's right, title and interest in and to the following property whether now owned or hereafter acquired by the Company and wheresoever located (collectively, the "Collateral"): (i) all open top hopper cars set forth in Exhibit A hereto (the "Equipment"); (ii) all accessories, equipment, parts and appurtenances appertaining or attached to any of the Equipment and all substitutions, renewals or replacements thereof; (iii) all rights against third parties, including indemnification rights, arising from any of the Debtor's right, title or interest in and to the foregoing Collateral; (iv) all instruments, bills of sale and other documents evidencing the foregoing Collateral and all records concerning the foregoing Collateral, including inspection and maintenance records; and (v) all proceeds of the foregoing, including insurance proceeds.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

**IN WITNESS WHEREOF**, each of the Debtor and the Secured Party has executed this Memorandum of Security Agreement and Chattel Mortgage on the date indicated below its signature.

**HITACHI CREDIT AMERICA CORP.**

**ILLINOIS CENTRAL RAILROAD  
COMPANY**

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

By: *J. J. Coman*  
Title: TREASURER  
Date: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS

On this \_\_\_\_\_ day of November, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_ of Hitachi Credit America Corp., that the foregoing instrument was duly signed on behalf of said corporation with due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

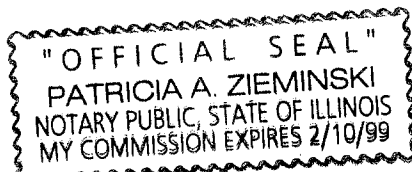
STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS

On this \_\_\_\_\_ day of November, 1997, before me personally appeared Douglas A. Koman, to me personally known, who, being by me duly sworn, says that he is Treasurer of Illinois Central Railroad Company, that the foregoing instrument was duly signed on behalf of said corporation with due authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Zieminski  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]



IN WITNESS WHEREOF, each of the Debtor and the Secured Party has executed this Memorandum of Security Agreement and Chattel Mortgage on the date indicated below its signature.

**HITACHI CREDIT AMERICA CORP.**

**ILLINOIS CENTRAL RAILROAD  
COMPANY**

By: W.H. Besgen  
Title: William H. Besgen  
Date: Executive Vice President  
Chief Operating Officer

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

STATE OF Connecticut )  
 )  
COUNTY OF Fairfield )

SS greenwich

On this 24 day of November, 1997, before me personally appeared William H. Bergen, to me personally known, who, being by me duly sworn, says that (s)he is Executive Vice President of Hitachi Credit America Corp., that the foregoing instrument was duly signed on behalf of said corporation with due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

**YVONNE A. FLYNN**  
**NOTARY PUBLIC**

My Commission Expires:

**MY COMMISSION EXPIRES AUG. 31, 2002**

Yvonne A. Flynn  
Notary Public

[Notarial Seal]

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

SS

On this \_\_\_\_\_ day of November, 1997, before me personally appeared Douglas A. Koman, to me personally known, who, being by me duly sworn, says that he is Treasurer of Illinois Central Railroad Company, that the foregoing instrument was duly signed on behalf of said corporation with due authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

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THIRTY-EIGHT (38) 100-ton open top hopper cars marked and numbered as set forth below:

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